

MAR 15 '11 - 10 20 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

March 11, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, D. C. 20423-0001
Attn: Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated October 22, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 29661.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: JBS USA, LLC
1770 Promontory Circle
Greeley, CO 86034

A description of the railroad equipment covered by the enclosed document is for twenty one (21) hopper cars: having NDYX and FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures

(JBSW001)

ASSGN. NO.: JBSW001SF

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MEMORANDUM OF LEASE

SUPPLEMENTAL INFORMATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 22 day of October, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and JBS USA, LLC ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 21, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 22, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: VICE PRESIDENT SALES

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 4th day of November, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

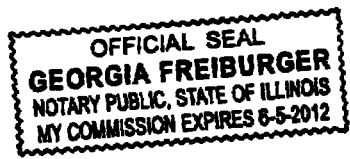
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of November, 2010.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

JBS USA, LLC

ATTEST:

By: 

Name: Dennis Roerty

Title: Treasurer

By: 

Name: Heath Hunter

Title: Finance Manager

Executed on this 22 day of October, 2010.

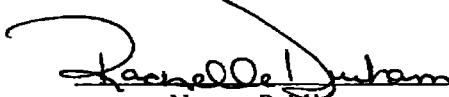
[CORPORATE SEAL]

STATE OF Colorado

COUNTY OF Weld

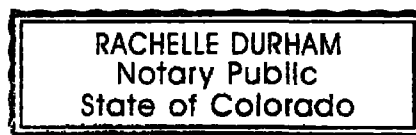
I, Rachelle Durham, a Notary Public of the County and State aforesaid, certify that Dennis Roerty personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22 day of October, 2010.


Notary Public

Commission Expires:

April 29, 2013
(Notary Public)



My Commission Expires April 29, 2013

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-one (21)

DESCRIPTION OF CARS: 5150 cu. ft. capacity non-lined covered hopper cars with
286,000 lbs TWR.

CAR NUMBERS:

NDYX	515485
NDYX	515545
NDYX	515564
NDYX	515772
NDYX	516253
NDYX	516268
NDYX	516467
FURX	840838
FURX	842661
FURX	842829
FURX	842843
FURX	842865
FURX	842868
FURX	842938
FURX	843631
FURX	843672
FURX	850402
FURX	850568
FURX	850755
FURX	850756
FURX	851050